



**Board of Directors' Meeting of
Tuesday, June 20, 2023**

Call to Order

Board Chair Doug Smith called the meeting to order at 6:00pm in the Hospital conference room. Board members present were Doug Ford, Kim Gehling (remote), Brett Decker, Mike Zerull, Nancy Lang, Jeff Belvel and Dr. Thomas Rizzo. Directors Kathleen Repass and Julie Atwell were gone with excused absences. Also in attendance were Dave Shannon, Interim CEO; Jodie Criswell, Vice President of Fiscal Services; Wyatt Brieser, Director of OP, Ancillary Services; LTC and Rehab; Heather Charlet, CNO; Colton Anderson, Director of Clinics; Hazel Butter, VP of Human Resources; and Diane Biellier, Manager, Administrative Ops. Chip Holmes, Senior VP of Ovation Healthcare attended remotely. Dr. Remi Satkauskas representing Medical Staff, Dick Stone, Krista Nixon, Ellen Scranton and Bill Wyffels were present for part of the meeting. For part of closed session there were the following: Krista Nixon, Lisa Boston and Phillip Stubblefield.

Public Comment

Community member Bill Wyffels requested to address the Board for Public Comment. Mr. Wyffels commented on the hospital's role in the community and requested the Board heavily weigh the patient experience when choosing the new electronic medical record. He shared some personal experience with the difficulty with sharing medical records between providers in and out of the area. The Board thanked him for voicing his concerns and acknowledged that communication between providers can be a challenge.

Education

Ellen Scranton, Auxiliary representative, provided a quarterly Auxiliary report to the Board. Highlights of Ellen's presentation included a total of \$31,000 raised in 2022 with over \$25,000 going to scholarships. Recent and future fundraiser events were shared with the Board and the Auxiliary was thanked for their significant contribution of time and energy to Hammond-Henry Hospital.

Medical Staff Report

Dr. Remi Satkauskas was present as the new MEC President. Dr. Satkauskas recognized Dr. Julie Brown for her efforts on behalf of the Medical Staff. He hopes that the new Medical Executive Staff can continue their collaboration with Administration and the Board.

Consent Agenda

Chair Ford referred to the following consent agenda:

- Special Board meeting minutes of June 6, 2023
- Closed Session minutes of June 6, 2023
- Foundation Board meeting minutes of June 6, 2023
- Compliance meeting minutes of June 6, 2023
- Quality Council meeting minutes of May 24, 2023
- Medical Executive Committee minutes of May 11, 2023

Medical Staff Meeting minutes of February 28, 2023
Operations Review

A **motion** was made and seconded: To approve the consent agenda. The **motion passed.**

Committee Business

Finance Committee

Doug Ford provided the Board with an overview of the Finance Committee which included a capital request for the Hana orthopedic surgery table, May financial reports and an announcement that Jodie Criswell was recognized as one of 29 CFOs to Know by Becker's Hospital Review. Jodie was congratulated on the recognition.

A **motion** was made and seconded to approve the capital request of \$86,194.63 for a Hana surgical table. On a roll call vote, the **motion passed.**

Looking Forward

The Board had no questions regarding the updated Board listing or Committee Assignments. The conflict-of-interest forms were distributed, and the Board was asked to provide their preferences on education topics for the FY24 Board meetings.

IT Policies were reviewed with no questions from the Board.

Administrative Reports

Administration

The Board had an opportunity to ask the senior leadership team any questions resulting from a review of their Board packet submissions. There were a few additional items discussed:

- Dave Shannon provided the Board with information regarding the Rural Student Physician Program. This year we have two medical students coming to Hammond-Henry for their rotations, one of which is Dr. Soria's son. RSPP has asked the hospital for a donation. The Board will consider the request.
- Wyatt Brieser shared that the current Pharmacy Manager, Beth Peirce, is stepping down from her managerial responsibilities as of July 31. Wyatt is exploring options for Pharmacy operations.
- Colton Anderson has hired a Rad Technician for the Annawan Clinic and they hope to resume offering full time radiology services out of that location.

Ovation Healthcare Report

Chip recognized those that he worked with during his on site visit early in June. He advised the Board of a new Board Certification Program that Ovation is offering. Information will be shared with the Board.

Hazel Butter announced that RN Tracy Johnson, Nurse Educator is the July Shining Star recipient.

Board Action

Approval of the Board Resolutions for Banking Institutions

Hammond-Henry's financial intuitions require a passing of a resolution which reflects changes to the Board of Directors officers. A **motion** was made and seconded: To approve the Board resolutions as presented. The **motion passed.**

Approval of 2023-2024 Medical Executive Committee

The Board was presented with the 2023-2024 MEC listing: Dr. Remi Satkauskas as President, Dr. Kevin Jeffries as President-Elect and Dr. Drew Vankerbroeck as Secretary-Treasurer. A **motion** was made and seconded: To approve the new MEC Executive Committee. The **motion passed.**

Review of Board Policies

The Board was provided Board Policies to review. No changes were requested and a **motion** was made and seconded: To approve the current Board policies without changes. The **motion passed.**

Approval of May Bills

Chair Ford referred to the bills. The total bills for the month of May are \$4,109,895.00. A **motion** was made and seconded: To approve payment of the bills for the month of May in the amount of \$4,109,895.00. **On a roll call vote the motion passed.**

Recess to Closed Session

A **motion** was made and seconded: To recess to closed session at 6:45 p.m. to discuss the discussion of minutes of meetings lawfully closed under this Act, whether for purposes of approval by the body of the minutes or semi-annual review of the minutes as mandated, credentialing of physicians or other healthcare professionals, and the CEO Evaluation. On a roll call vote, **the motion passed.**

Reconvene into Regular Session

A **motion** was made and seconded: To reconvene the regular meeting of the Board at 7:39 p.m. The **motion passed.**

A **motion** was made and seconded: To release closed session minutes and destroy audio recordings as recommended in closed session. **The motion passed.**

A **motion** was made and seconded: To approve the medical staff appointments and reappointments that were discussed in closed session. All appointments/ reappointments will be effective June 30, 2023. **The motion passed.**

Motions were made regarding issues discussed in closed session under CEO Evaluation. These matters involved operational issues including provider employment and compensation, employment contracts and an equipment purchase:

A **motion** was made and seconded: To approve employment agreements with compensation as presented. On a roll call vote **the motion passed.**

A **motion** was made and seconded: To approve the APP employment agreement template as presented. **The motion passed.**

A **motion** was made and seconded: To approve purchase of equipment at the price recommended. On a roll call vote, **the motion passed.**

Adjournment

A **motion** was made and seconded: To adjourn the meeting at 7:40p.m. The **motion passed.**

Respectfully submitted by,
Diane Biellier, Manager, Administrative Operations



IT Governance Meeting

June 20, 2023

Hospital Conference Room

The IT Governance meeting began at 5:00 p.m. in the hospital conference room. Committee members present were Directors Kim Gehling (remote) and Brett Decker. Director Doug Ford also attended. Also in attendance were Dave Shannon, Interim CEO; Jodie Criswell, Vice President of Fiscal Services; Heather Henry, IT Manager, Diane Biellier, Manager, Admin Ops, Diane Bogart and Joe Dungo of RSM attended via telephone and Chip Holmes, SVP of Ovation Healthcare, was also present.

Overview of progress to date

Diane Bogart provided an overview of the Request for Proposal process to the committee. There were discussions on the importance of corporate culture within the organizations we are considering working with. RSM also provided some insight on common mistakes organizations may make when transitioning their EMR. These include underestimating the resources and capital needed for full implementation as well as a realistic timeline.

Next steps

It was discussed the Dwayne Gunther with Ovation Healthcare may meet with the Board to discuss the EMR selection processes and issues for consideration. In the interim, the hospital will continue to develop relationships with potential client partners.

Adjournment

The meeting was closed at 5:29pm.

Respectfully Submitted by,

Diane Biellier
Manager of Administrative Operations



Finance Committee

June 20, 2023

Hospital Conference Room

Call to Order

The Finance Committee meeting was called to order by Kim Gehling at 5:30 p.m. in the hospital conference room. Committee members present were Kim Gehling, Brett Decker, Nancy Lang and Jeff Belvel. The following Board members were also present: Doug Ford, Mike Zerull and Dr. Thomas Rizzo. Also in attendance were Dave Shannon, Interim CEO; Jodie Criswell, Vice President of Fiscal Services; Wyatt Brieser, Director of OP and Ancillary Services; Heather Charlet, CNO; Colton Anderson, Director of Clinics; Hazel Butter, VP of Human Resources; and Diane Biellier, Manager, Executive Ops. Chip Holmes, Senior VP of Ovation Healthcare attended remotely. Presenting was Missy Braddock, Surgery Manager.

Capital Request – Hana Table

Missy Braddock presented the Board with a capital request for a new orthopedic surgical table. This table would allow for anterior total hip arthroplasties as well as other surgical interventions. Total amount requested: \$86,194.63. A motion was made: To present the capital request to full Board for approval. With a second, the **motion passed.**

Fiscal Services

Fiscal Services Report and May Financials.

Hammond-Henry Hospital recorded a gain of \$453,816 for the month ending May 31, 2023. The year-to date gain was \$2,490,059. May gross revenues were below budget as volumes across inpatient, outpatient, clinic, LTC, and home health were lower than projected. Total deductions were 56.9% of gross charges versus a budget of 64.5%. Total operating revenue totaled \$4,954,179. The budget was \$4,769,879. Total expenses were \$4,688,515 or \$15,886 above budget.

The FY23 audit will start July 10 and will once again be remote. There was discussion of the preparation and procedures surrounding the audit and what the Board may see on the hospital financials.

Jodie also provided an IT Governance update to the full Board.

Adjournment

A motion was made: To close the finance committee meeting at 5:54p.m. With a second, the **motion passed.**

Respectfully Submitted by,

Diane Biellier
Manager, Administrative Operations